

# **EXHIBIT 1**

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**UNITED STATES BANKRUPTCY COURT**  
**DISTRICT OF NEVADA**

In re:	CASE No. 24-13181-hlb
	Chapter 11
VARALUZ, LLC,	
Debtor.	Hearing Date: Hearing Time:

**ORDER APPROVING MOTION PURSUANT TO FED. R. BANKR. P. 9019 TO  
AUTHORIZE AND APPROVE SETTLEMENT BETWEEN VARALUZ, LLC AND  
KALAMATA CAPITAL GROUP, LLC, STEVEN MANDIS, CONNOR PHILLIPS,  
AND BRANDON LAKS**

Varaluz, LLC ("Debtor"), debtor and debtor in possession in the above-captioned chapter 11 case (the "Chapter 11 Case"), by and through its undersigned proposed counsel, Garman Turner Gordon LLP, filed the *Motion Pursuant to Fed. R. Bankr. P. 9019 to Authorize and Approve Settlement Between Varaluz, LLC and Kalamata Capital Group, LLC, Steven Mandis, Connor*

1 *Phillips, and Brandon Laks* (the “Motion”),<sup>1</sup> which came on for hearing before the above-  
 2 captioned Court on August \_\_\_, 2024, at \_\_\_\_\_.m. All appearances were duly noted on the  
 3 record.

4 The Court reviewed the Motion and all matters submitted therewith. The Court considered  
 5 the argument of counsel made at the time of the hearing and found that notice of the Motion was  
 6 proper. The Court found that: (i) based on the entire record, the Debtor’s request for approval of  
 7 the Settlement Agreement represents the exercise of his sound, properly informed, business  
 8 judgment; (ii) the Settlement Agreement is in the best interest of the estate and satisfies the  
 9 requirements of Bankruptcy Rule 9019; and (iii) the Settlement Agreement satisfies the factors set  
 10 forth in *In re A&C Properties, Inc.*, 784 F.2d 1377, 1381 (9th Cir. 1986). The Court stated its  
 11 additional findings of fact and conclusions of law on the record at the hearing on the Motion, which  
 12 are incorporated herein by this reference in accordance with Rule 52 of the Federal Rules of Civil  
 13 Procedure, made applicable pursuant to Rule 9014 of the Federal Rules of Bankruptcy Procedure.  
 14 Good cause appearing therefor;

15 **IT IS HEREBY ORDERED AND DECREED AS FOLLOWS:**

16 1. The Motion is granted as set forth herein.

17 2. The terms and conditions included in the Settlement Agreement between the Debtor  
 18 and Kalamata Capital Group, LLC, Steven Mandis, Connor Phillips, and Brandon Laks in the form  
 19 attached as Exhibit 2 to the Motion is **APPROVED** and Debtor is authorized and directed to enter  
 20 into, to be bound by, and to carry out the transactions contemplated by such Settlement Agreement.

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23 ...

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26 <sup>1</sup> Capitalized terms not otherwise defined herein shall have those meanings ascribed to them in the Motion.  
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3. This Court shall retain jurisdiction to enforce this Order and the terms of the

PREPARED AND SUBMITTED:

By: /s/ Talitha Gray Kozlowski  
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[Proposed] *Attorneys for Debtor*

**LR 9021 CERTIFICATION**

In accordance with LR 9021, counsel submitting this document certifies that the order accurately reflects the court's ruling and that (check one):

- ☐ The court waived the requirement of approval under LR 9021(b)(1).
- ☐ No party appeared at the hearing or filed an objection to the motion.
- ☐ I have delivered a copy of this proposed order to all counsel who appeared at the hearing, and any unrepresented parties who appeared at the hearing, and each has approved or disapproved the order, or failed to respond, as indicated above.
- ☐ I certify that this is a case under Chapter 7 or 13, that I have served a copy of this order with the motion pursuant to LR 9014(g), and that no party has objection to the form or content of the order.

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